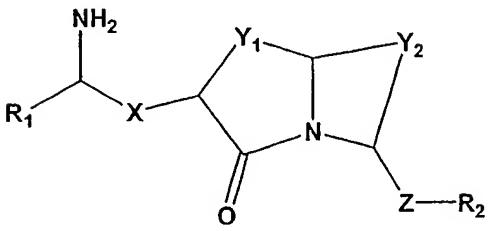
WHAT IS CLAIMED IS:

1. A compound having Formula I:



I

or a pharmaceutically acceptable salt or prodrug thereof, wherein:

R_1 is C_{1-2} alkyl or C_{1-2} haloalkyl;

R_2 is branched or unbranched alkyl or cycloalkyl or substituted or unsubstituted aryl, alkylaryl, heteroaryl, or alkylheteroaryl;

X is CONH, CH_2O, CH_2NH, CH_2S, or $(CH_2)_{1-3}$;

Y_1 is $(CH_2)_{1-5}$, wherein one or more carbon can be replaced by one or more heteroatoms selected from oxygen, sulfur, and nitrogen, and one or more hydrogens in CH_2 groups can be replaced by a branched or unbranched alkyl or cyclic alkyl or substituted or unsubstituted aryl, alkylaryl, heteroaryl, or alkylheteroaryl;

Y_2 is $(CH_2)_{1-5}$, wherein one or more carbon can be replaced by one or more heteroatoms selected from oxygen, sulfur, and nitrogen, and one or more hydrogens in CH_2 groups can be replaced by a branched or unbranched alkyl or cyclic alkyl or substituted or unsubstituted aryl, alkylaryl, heteroaryl, or alkylheteroaryl; and

Z is CONH, CH_2O, NHCO, $(CH_2)_{1-4}$, $(CH_2)_{1-3}CONH(CH_2)_{0-3}$, $(CH_2)_{1-3}S(CH_2)_{0-3}$, $(CH_2)_{1-3}NH(CH_2)_{0-3}$, $(CH_2)_{1-3}NHCO(CH_2)_{0-3}$, $(CH_2)_{1-3}NHSO_2(CH_2)_{0-3}$, $(CH_2)_{1-3}NHC(O)NH(CH_2)_{0-3}$, $(CH_2)_{1-3}NHC(S)NH(CH_2)_{0-3}$, $(CH_2)_{1-3}NR'(CH_2)_{0-3}$, wherein R' is branched or unbranched alkyl or

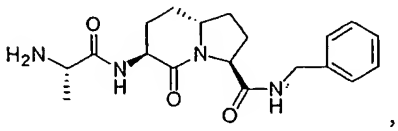
cycloalkyl or substituted or unsubstituted aryl, alkylaryl, heteroaryl, or alkylheteroaryl.

2. The compound of claim 1, wherein X is CONH.

3. The compound of claim 1, wherein Z is CONH.

4. The compound of claim 1, wherein X and Z are CONH.

5. The compound of claim 1, wherein said compound is selected from the group consisting of: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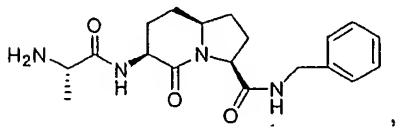
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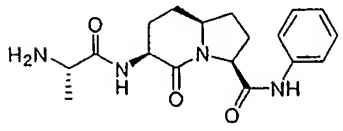
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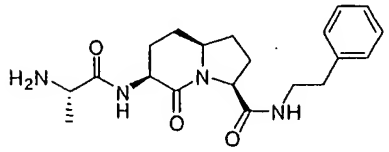
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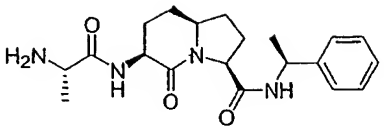
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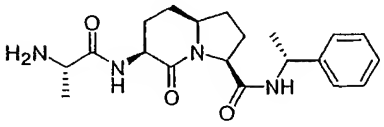
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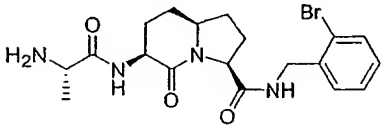
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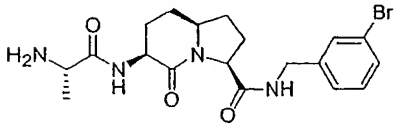
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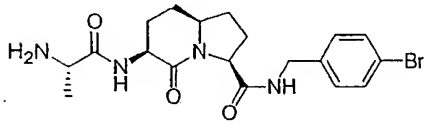
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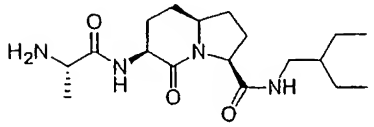
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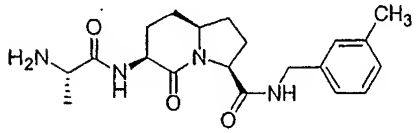
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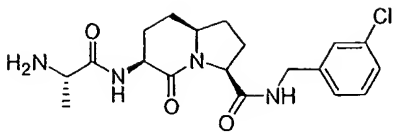
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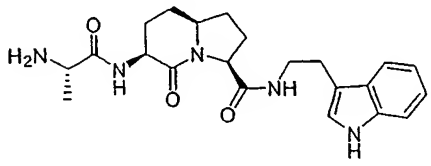
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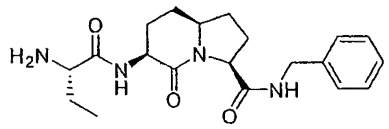
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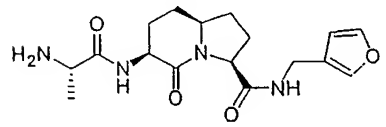
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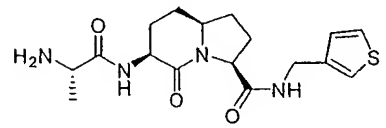
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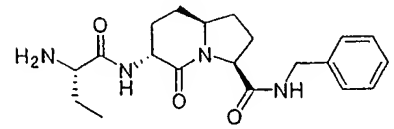
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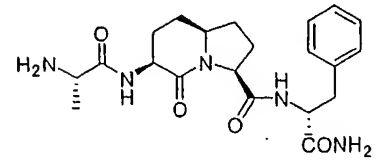
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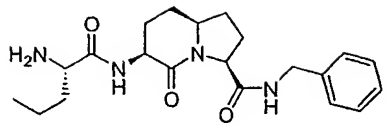
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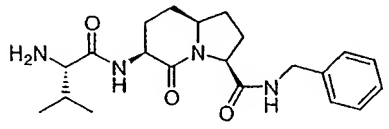
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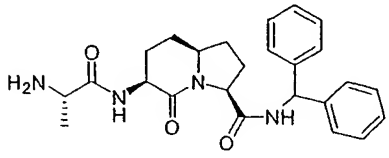
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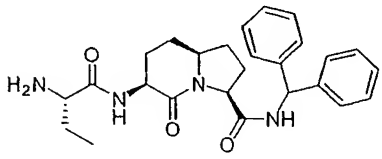
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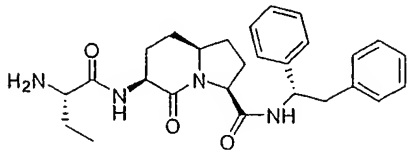
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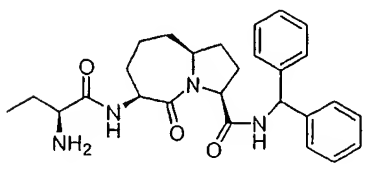
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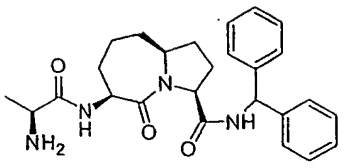

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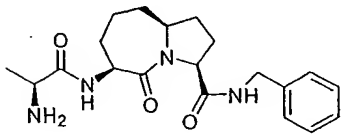

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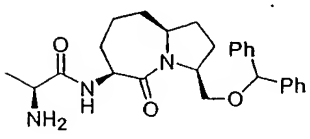

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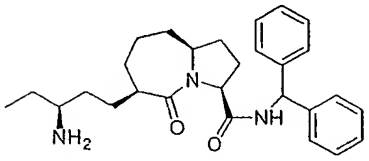


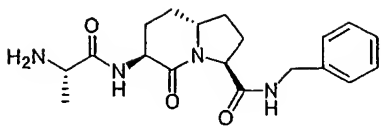
6. A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

7. The pharmaceutical composition of claim 6, wherein X is CONH.

8. The pharmaceutical composition of claim 6, wherein Z is CONH.

9. The pharmaceutical composition of claim 6, wherein X and Z are CONH.

10. The pharmaceutical composition of claim 6, wherein said compound is selected from the group consisting of: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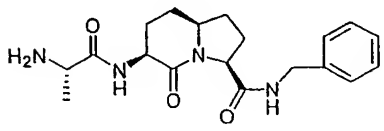
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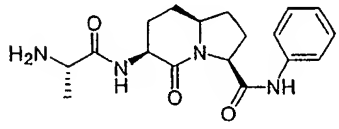
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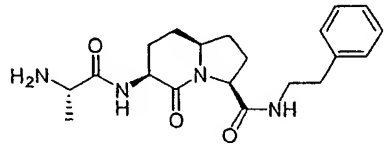
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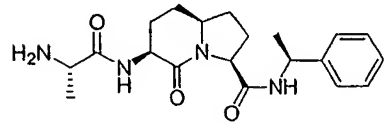
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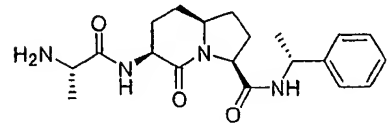
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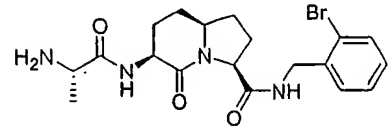
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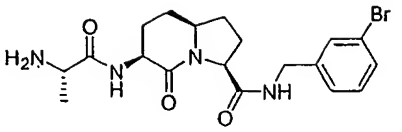
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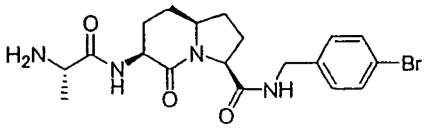
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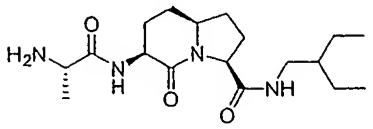
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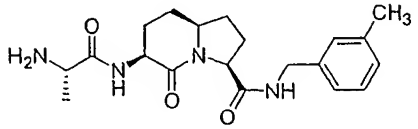
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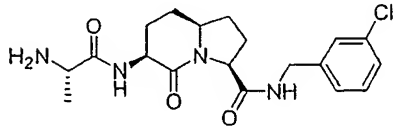
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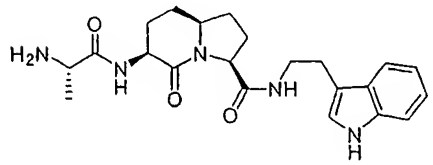
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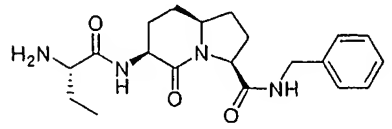
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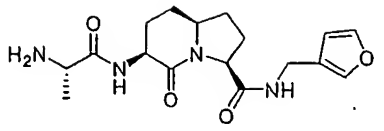

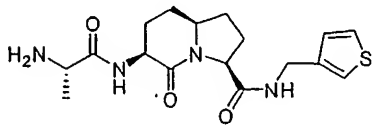

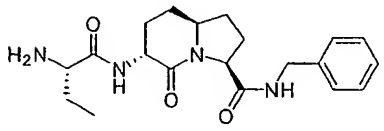

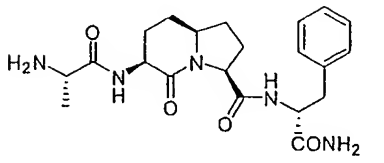

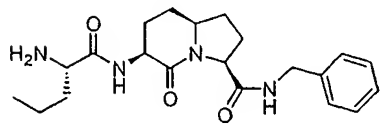

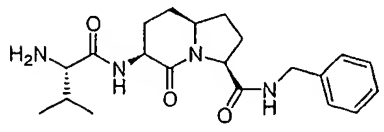

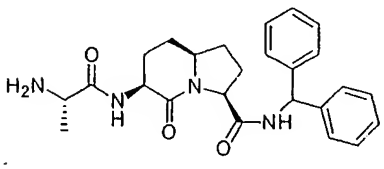

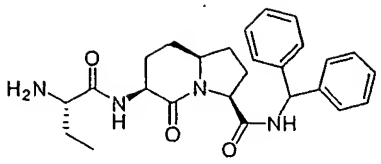
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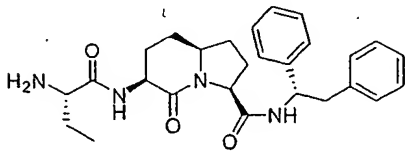
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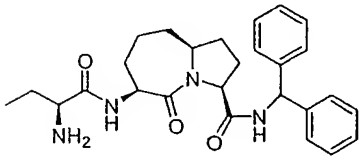
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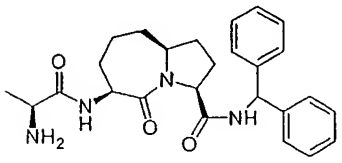
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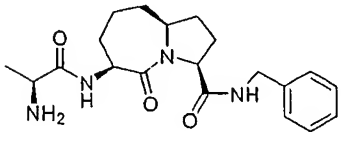
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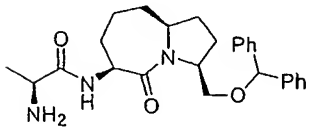
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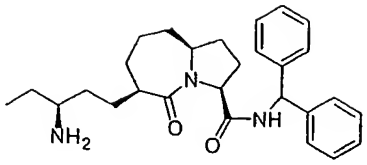


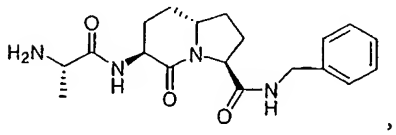
11. A method of inducing apoptosis in a cell comprising contacting the cell with a compound of claim 1.

12. The method of claim 11, wherein X is CONH.

13. The method of claim 11, wherein Z is CONH.

14. The method of claim 11, wherein X and Z are CONH.

15. The method of claim 11, wherein said compound is selected from the group consisting of:



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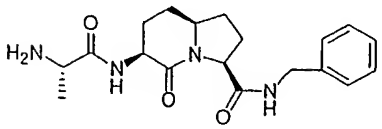

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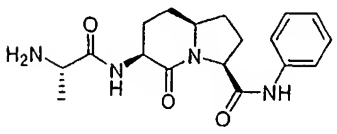

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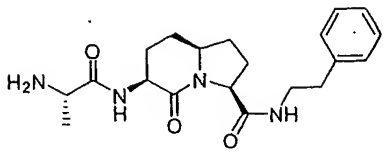

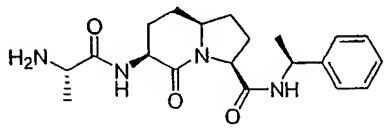

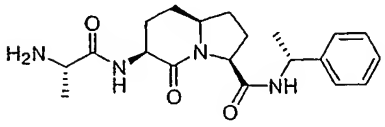

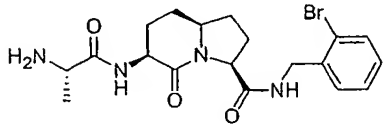

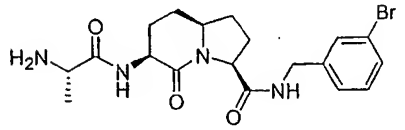

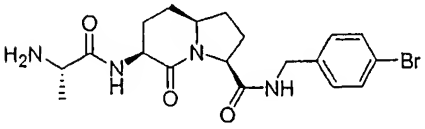

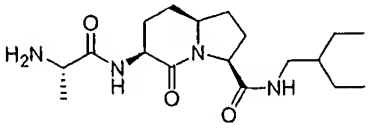

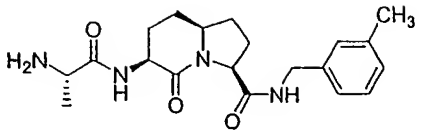
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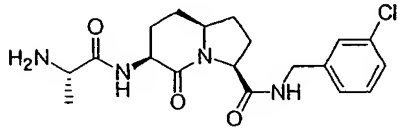
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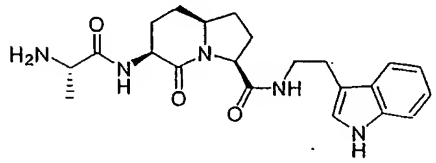
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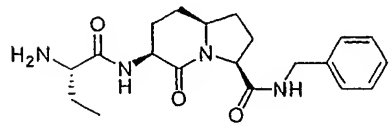
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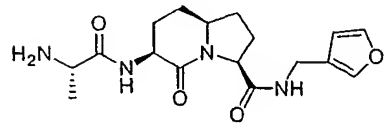
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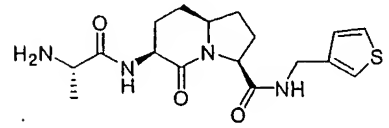
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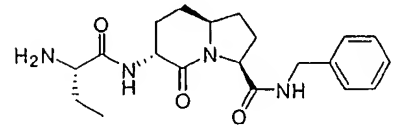
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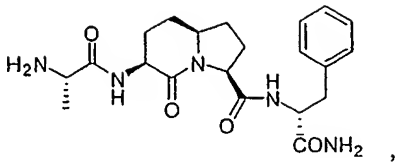
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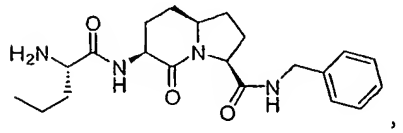
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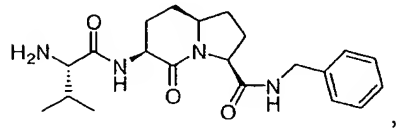
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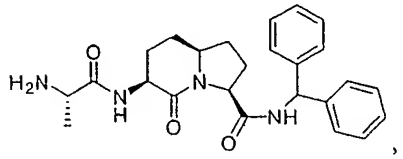
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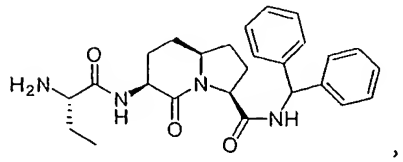
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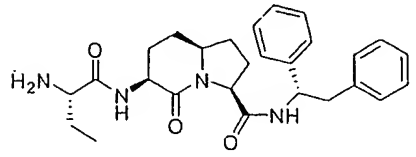
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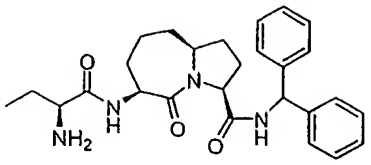
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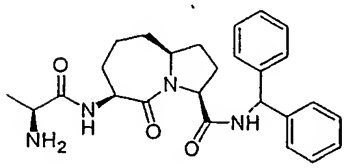
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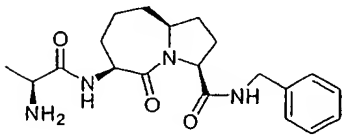
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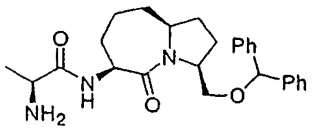
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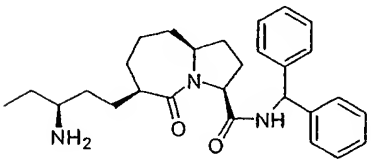
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16. A method of rendering a cell sensitive to an inducer of apoptosis comprising contacting the cell with a compound of claim 1.

17. The method of claim 16, further comprising contacting the cell with an inducer of apoptosis.

18. The method of claim 17, wherein said inducer of apoptosis is a chemotherapeutic agent.

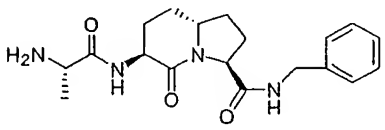
19. The method of claim 17, wherein said inducer of apoptosis is radiation.

20. The method of claim 16, wherein X is CONH.

21. The method of claim 16, wherein Z is CONH.

22. The method of claim 16, wherein X and Z are CONH.

23. The method of claim 16, wherein said compound is selected from the group consisting of: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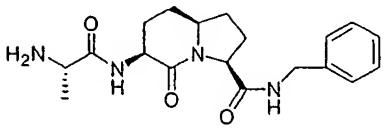
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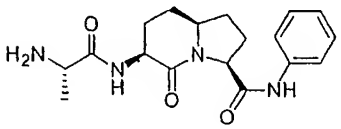
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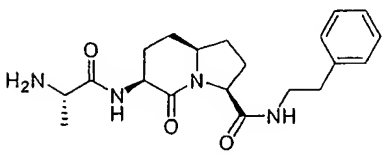
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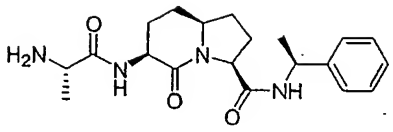

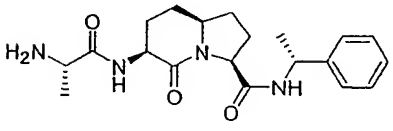

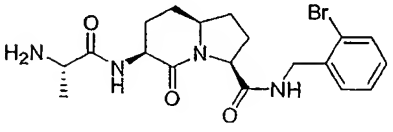

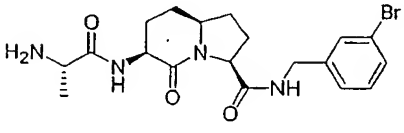

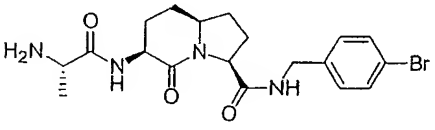

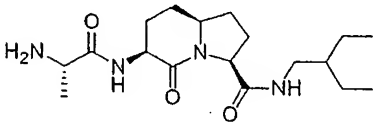

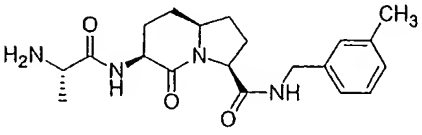

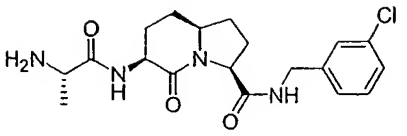
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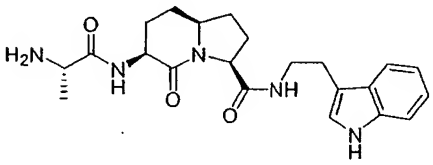
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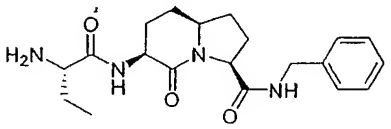
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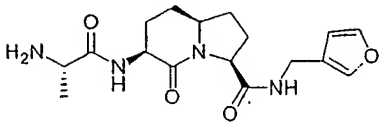
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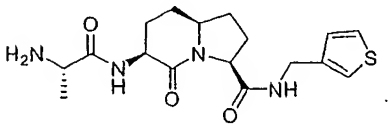
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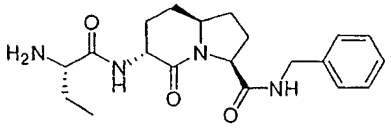
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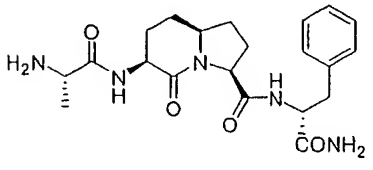
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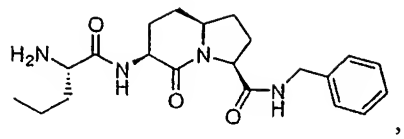

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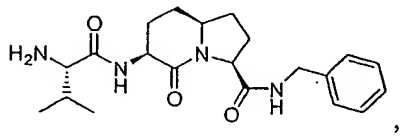

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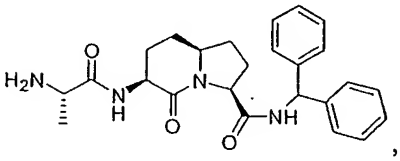

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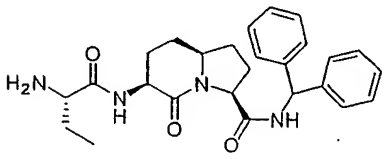

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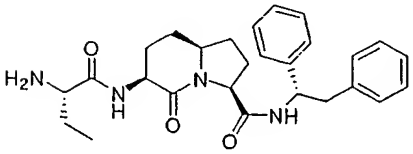

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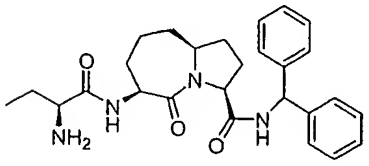

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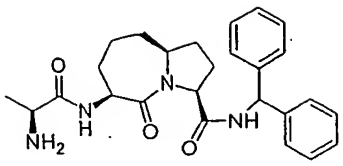

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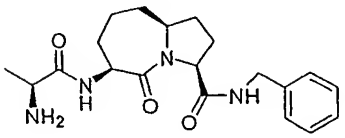

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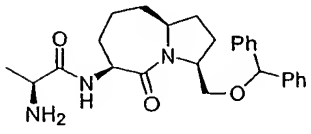

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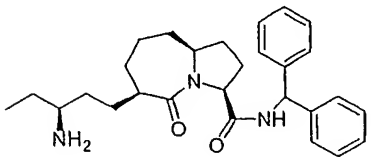


24. A method of treating, ameliorating, or preventing a disorder responsive to the induction of apoptosis in an animal, comprising administering to said animal a therapeutically effective amount of a compound of claim 1 and an inducer of apoptosis.

25. The method of claim 24, wherein said inducer of apoptosis is a chemotherapeutic agent.

26. The method of claim 24, wherein said inducer of apoptosis is radiation.

27. The method of claim 24, wherein said disorder responsive to the induction of apoptosis is a hyperproliferative disease.

28. The method of claim 27, wherein said hyperproliferative disease is cancer.

29. The method of claim 24, wherein said compound of claim 1 is administered prior to said inducer of apoptosis.

30. The method of claim 24, wherein said compound of claim 1 is administered after said inducer of apoptosis. .

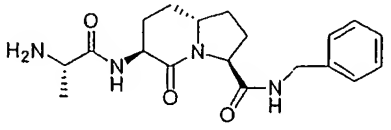
31. The method of claim 24, wherein said compound of claim 1 is administered concurrently with said inducer of apoptosis.

32. The method of claim 24, wherein X is CONH.

33. The method of claim 24, wherein Z is CONH.

34. The method of claim 24, wherein X and Z are CONH.

35. The method of claim 24, wherein the compound is selected from the group consisting of:



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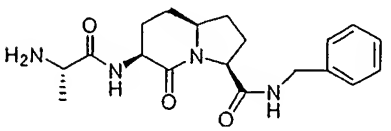

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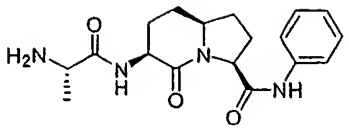
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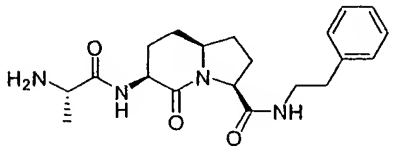
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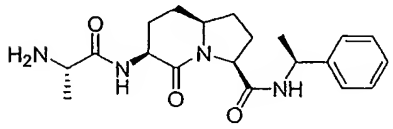
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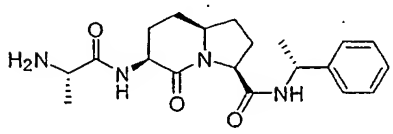
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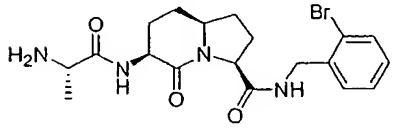
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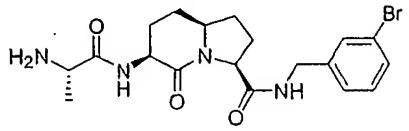
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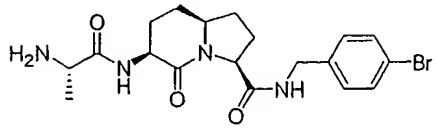
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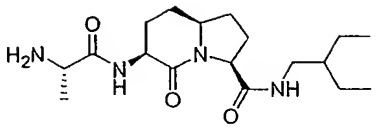

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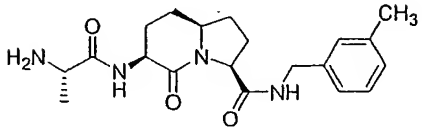

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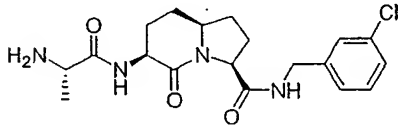

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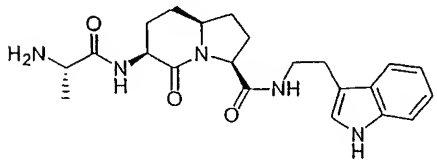

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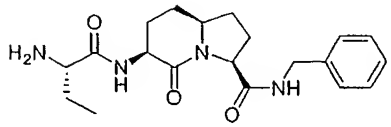

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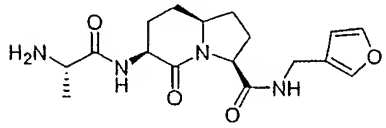

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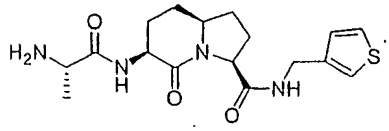

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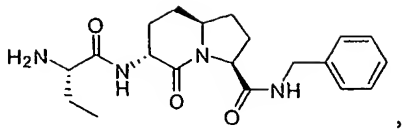
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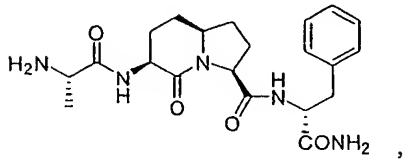
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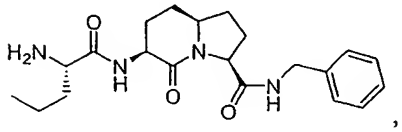
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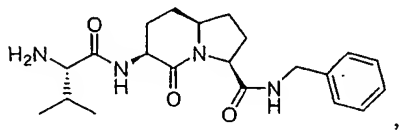
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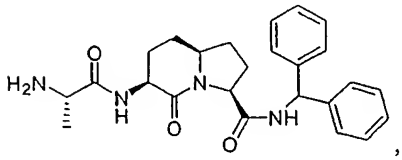
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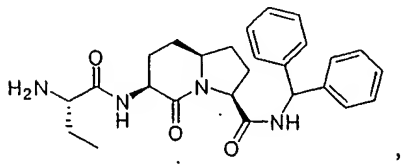
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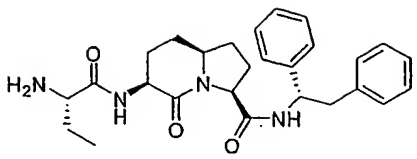
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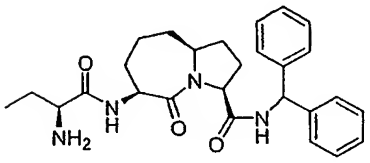
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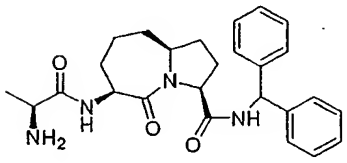
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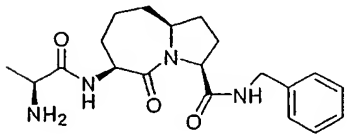
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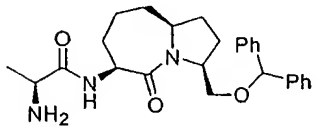
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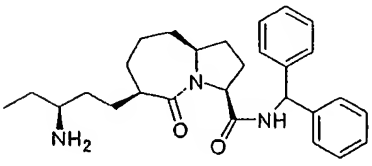
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36. A kit comprising a compound of claim 1 and instructions for administering said compound to an animal.

37. The kit of claim 36, further comprising an inducer of apoptosis.

38. The kit of claim 37, wherein said inducer of apoptosis is a chemotherapeutic agent.

39. The kit of claim 36, wherein said instructions are for administering said compound to an animal having a hyperproliferative disease.

40. The kit of claim 39, wherein said hyperproliferative disease is cancer.